

**SR Amex 2008-64
EXHIBIT 5**

AMERICAN STOCK EXCHANGE LLC

Proposed Rule Change

It is proposed that the following provisions of the American Stock Exchange Constitution and Rules be amended as set forth below. Underlined text indicates material to be added; [bracketed] text indicates material to be deleted.

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Rule 478T Temporary Procedures Governing Legacy Disciplinary Proceedings

(a) The provisions of this rule apply solely to “Legacy Disciplinary Proceedings,” as defined below, and are otherwise of no force or effect. “Legacy Disciplinary Proceedings” shall include any of the following proceedings, as set forth below, if commenced by the Exchange and still pending as of (insert transaction closing date):

- If the Exchange served a written charge or charges upon the respondent(s) pursuant to Article V, Section 1(b)(6) of the Constitution of the American Stock Exchange LLC (“Amex Constitution”) or Amex Rule 345(d);
- If the Exchange and the respondent(s) executed a stipulation of facts and consent to a specified penalty, which is not yet final and conclusive pursuant to Article V, Section 2 of the Amex Constitution or Amex Rule 345(k);
- If the Exchange suspended a member, member organization, or employee thereof pursuant to Article V, Section 3 of the Amex Constitution or Amex Rule 345(l);
- If the Exchange initiated a summary proceeding against a member, member organization, or employee thereof pursuant to Article V, Section 5(b) of the Amex Constitution or Amex Rule 345(h); or
- If the Exchange served a summary fine notice on a member, member organization, or employee thereof pursuant to Parts 1(b), 2(e), or 3(b) of Amex Rule 590, and the respondent(s) contests the Exchange’s determination (thereby invoking a right to a formal disciplinary proceeding governed by the provisions of Article V, Section 1(b) of the Amex Constitution).

(b) Legacy Disciplinary Proceedings shall be conducted by the Exchange pursuant to the pertinent procedural rules based upon the Amex Constitution, Amex Rule 345, and the Rules of Procedure in Disciplinary Matters, as specifically set forth in paragraph (c) below (collectively, “Legacy Disciplinary Procedural Rules”), except:

